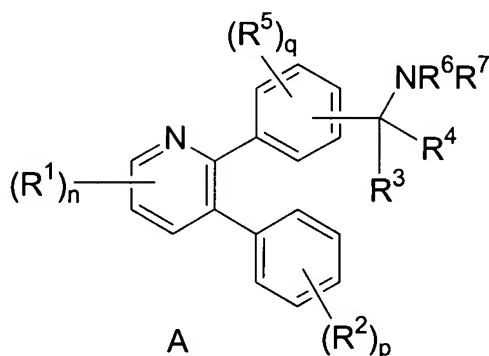


# AMENDMENTS TO THE CLAIMS

This listing of claims will replace all prior versions, and listings, of claims in the application:

## Listing of Claims

1. (Original) A compound of the Formula A:



wherein:

a is 0 or 1; b is 0 or 1; m is 0, 1 or 2; n is 0, 1, 2 or 3; p is 0, 1 or 2; q is 0, 1, 2 or 3; r is 0 or 1; s is 0 or 1; t is 2, 3, 4, 5 or 6;

R<sup>1</sup> is independently selected from: 1) (C=O)<sub>a</sub>O<sub>b</sub>C<sub>1</sub>-C<sub>10</sub> alkyl, 2) (C=O)<sub>a</sub>O<sub>b</sub>aryl, 3) C<sub>2</sub>-C<sub>10</sub> alkenyl, 4) C<sub>2</sub>-C<sub>10</sub> alkynyl, 5) (C=O)<sub>a</sub>O<sub>b</sub> heterocyclyl, 6) (C=O)<sub>a</sub>O<sub>b</sub>C<sub>3</sub>-C<sub>8</sub> cycloalkyl, 7) CO<sub>2</sub>H, 8) halo, 9) CN, 10) OH, 11) O<sub>b</sub>C<sub>1</sub>-C<sub>6</sub> perfluoroalkyl, 12) O<sub>a</sub>(C=O)<sub>b</sub>NR<sup>6</sup>R<sup>7</sup>, 13) NR<sup>c</sup>(C=O)NR<sup>6</sup>R<sup>7</sup>, 14) S(O)<sub>m</sub>R<sup>a</sup>, 15) S(O)<sub>2</sub>NR<sup>6</sup>R<sup>7</sup>, 16) NR<sup>c</sup>S(O)<sub>m</sub>R<sup>a</sup>, 17) oxo, 18) CHO, 19) NO<sub>2</sub>, 20) NR<sup>c</sup>(C=O)O<sub>b</sub>R<sup>a</sup>, 21) O(C=O)O<sub>b</sub>C<sub>1</sub>-C<sub>10</sub> alkyl, 22) O(C=O)O<sub>b</sub>C<sub>3</sub>-C<sub>8</sub> cycloalkyl, 23) O(C=O)O<sub>b</sub>aryl, 24) O(C=O)O<sub>b</sub>-heterocycle, and 25) O<sub>a</sub>-P=O(OH)<sub>2</sub>, said alkyl, aryl, alkenyl, alkynyl, heterocyclyl, and cycloalkyl optionally substituted with one or more substituents selected from R<sup>Z</sup>;

R<sup>2</sup> is independently selected from: 1) (C=O)<sub>a</sub>O<sub>b</sub>C<sub>1</sub>-C<sub>10</sub> alkyl, 2) (C=O)<sub>a</sub>O<sub>b</sub>aryl, 3) C<sub>2</sub>-C<sub>10</sub> alkenyl, 4) C<sub>2</sub>-C<sub>10</sub> alkynyl, 5) (C=O)<sub>a</sub>O<sub>b</sub> heterocyclyl, 6) (C=O)<sub>a</sub>O<sub>b</sub>C<sub>3</sub>-C<sub>8</sub> cycloalkyl, 7) CO<sub>2</sub>H, 8) halo, 9) CN, 10) OH, 11) O<sub>b</sub>C<sub>1</sub>-C<sub>6</sub> perfluoroalkyl, 12) O<sub>a</sub>(C=O)<sub>b</sub>NR<sup>6</sup>R<sup>7</sup>, 13) NR<sup>c</sup>(C=O)NR<sup>6</sup>R<sup>7</sup>, 14) S(O)<sub>m</sub>R<sup>a</sup>, 15) S(O)<sub>2</sub>NR<sup>6</sup>R<sup>7</sup>, 16) NR<sup>c</sup>S(O)<sub>m</sub>R<sup>a</sup>, 17) CHO, 18) NO<sub>2</sub>, 19) NR<sup>c</sup>(C=O)O<sub>b</sub>R<sup>a</sup>, 20) O(C=O)O<sub>b</sub>C<sub>1</sub>-C<sub>10</sub> alkyl, 21) O(C=O)O<sub>b</sub>C<sub>3</sub>-C<sub>8</sub> cycloalkyl, 22) O(C=O)O<sub>b</sub>aryl, 23) O(C=O)O<sub>b</sub>-heterocycle, and 24) O<sub>a</sub>-P=O(OH)<sub>2</sub>, said alkyl, aryl, alkenyl, alkynyl, heterocyclyl, and cycloalkyl optionally substituted with one, two or three substituents selected from R<sup>Z</sup>;

$R^3$  and  $R^4$  are independently selected from: H,  $C_1$ - $C_6$ -alkyl and  $C_1$ - $C_6$ -perfluoroalkyl, or

$R^3$  and  $R^4$  are combined to form  $-(CH_2)_t-$  wherein one of the carbon atoms is optionally replaced by a moiety selected from O,  $S(O)_m$ ,  $-N(R^b)C(O)-$ , and  $-N(COR^a)-$ ;

$R^5$  is independently selected from: 1)  $(C=O)_aO_bC_1$ - $C_{10}$  alkyl, 2)  $(C=O)_aO_b$ aryl, 3)  $C_2$ - $C_{10}$  alkenyl, 4)  $C_2$ - $C_{10}$  alkynyl, 5)  $(C=O)_aO_b$  heterocyclyl, 6)  $(C=O)_aO_bC_3$ - $C_8$  cycloalkyl, 7)  $CO_2H$ , 8) halo, 9) CN, 10) OH, 11)  $O_bC_1$ - $C_6$  perfluoroalkyl, 12)  $O_a(C=O)_bNR^6R^7$ , 13)  $NR^c(C=O)NR^6R^7$ , 14)  $S(O)_mR^a$ , 15)  $S(O)_2NR^6R^7$ , 16)  $NR^cS(O)_mR^a$ , 17) oxo, 18) CHO, 19)  $NO_2$ , 20)  $O(C=O)O_bC_1$ - $C_{10}$  alkyl, 21)  $O(C=O)O_bC_3$ - $C_8$  cycloalkyl, and 22)  $O_a-P=O(OH)_2$ , said alkyl, aryl, alkenyl, alkynyl, heterocyclyl, and cycloalkyl optionally substituted with one or more substituents selected from  $R^Z$ ;

$R^6$  and  $R^7$  are independently selected from: 1) H, 2)  $(C=O)O_bR^a$ , 3)  $C_1$ - $C_{10}$  alkyl, 4) aryl, 5)  $C_2$ - $C_{10}$  alkenyl, 6)  $C_2$ - $C_{10}$  alkynyl, 7) heterocyclyl, 8)  $C_3$ - $C_8$  cycloalkyl, 9)  $SO_2R^a$ , 10)  $(C=O)NR^b_2$ , 11) OH, and 12)  $O_a-P=O(OH)_2$ , said alkyl, cycloalkyl, aryl, heterocyclyl, alkenyl, and alkynyl is optionally substituted with one or more substituents selected from  $R^Z$ ;

$R^Z$  is selected from: 1)  $(C=O)_rO_s(C_1$ - $C_{10})$ alkyl, 2)  $O_r(C_1$ - $C_3)$ perfluoroalkyl, 3)  $(C_0$ - $C_6)$ alkylene- $S(O)_mR^a$ , 4) oxo, 5) OH, 6) halo, 7) CN, 8)  $(C=O)_rO_s(C_2$ - $C_{10})$ alkenyl, 9)  $(C=O)_rO_s(C_2$ - $C_{10})$ alkynyl, 10)  $(C=O)_rO_s(C_3$ - $C_6)$ cycloalkyl, 11)  $(C=O)_rO_s(C_0$ - $C_6)$ alkylene-aryl, 12)  $(C=O)_rO_s(C_0$ - $C_6)$ alkylene-heterocyclyl, 13)  $(C=O)_rO_s(C_0$ - $C_6)$ alkylene- $N(R^b)_2$ , 14)  $C(O)R^a$ , 15)  $(C_0$ - $C_6)$ alkylene- $CO_2R^a$ , 16)  $C(O)H$ , 17)  $(C_0$ - $C_6)$ alkylene- $CO_2H$ , 18)  $C(O)N(R^b)_2$ , 19)  $S(O)_mR^a$ , 20)  $S(O)_2N(R^b)_2$ , 21)  $NR^c(C=O)O_bR^a$ , 22)  $O(C=O)O_bC_1$ - $C_{10}$  alkyl, 23)  $O(C=O)O_bC_3$ - $C_8$  cycloalkyl, 24)  $O(C=O)O_b$ aryl, 25)  $O(C=O)O_b$ -heterocycle, and 26)  $O_a-P=O(OH)_2$ , said alkyl, alkenyl, alkynyl, cycloalkyl, aryl, and heterocyclyl is optionally substituted with up to three substituents selected from  $R^b$ , OH,  $(C_1$ - $C_6)$ alkoxy, halogen,  $CO_2H$ , CN,  $O(C=O)C_1$ - $C_6$  alkyl, oxo,  $N(R^b)_2$  and  $O_a-P=O(OH)_2$ ;

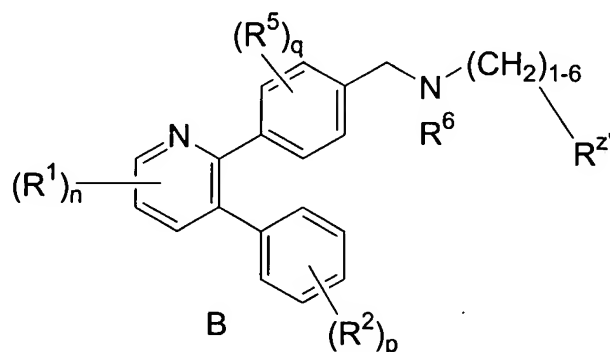
$R^a$  is: substituted or unsubstituted  $(C_1$ - $C_6)$ alkyl, substituted or unsubstituted  $(C_2$ - $C_6)$ alkenyl, substituted or unsubstituted  $(C_2$ - $C_6)$ alkynyl, substituted or unsubstituted  $(C_3$ - $C_6)$ cycloalkyl, substituted or unsubstituted aryl,  $(C_1$ - $C_6)$ perfluoroalkyl, 2,2,2-trifluoroethyl, or substituted or unsubstituted heterocyclyl;

$R^b$  is: H,  $(C_1$ - $C_6)$ alkyl, substituted or unsubstituted aryl, substituted or unsubstituted benzyl, substituted or unsubstituted heterocyclyl,  $(C_3$ - $C_6)$ cycloalkyl,  $(C=O)OC_1$ - $C_6$  alkyl,  $(C=O)C_1$ - $C_6$  alkyl or  $S(O)_2R^a$ ;  
and

$R^C$  is selected from: 1) H, 2) C<sub>1</sub>-C<sub>10</sub> alkyl, 3) aryl, 4) C<sub>2</sub>-C<sub>10</sub> alkenyl, 5) C<sub>2</sub>-C<sub>10</sub> alkynyl, 6) heterocyclyl, 7) C<sub>3</sub>-C<sub>8</sub> cycloalkyl, and 8) C<sub>1</sub>-C<sub>6</sub> perfluoroalkyl, said alkyl, cycloalkyl, aryl, heterocyclyl, alkenyl, and alkynyl is optionally substituted with one or more substituents selected from  $R^Z$ ;

or a pharmaceutically acceptable salt or a stereoisomer thereof.

2. (Original) The compound according to Claim 1 of the Formula B:

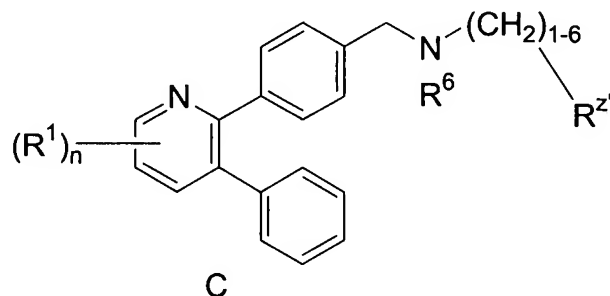


wherein:

$R^Z$  is selected from: alkyl, cycloalkyl, aryl and heterocyclyl, said alkyl, cycloalkyl, aryl or heterocyclyl is optionally substituted with 1 to 3  $R^Z$ ;

or a pharmaceutically acceptable salt or a stereoisomer thereof.

3. (Original) The compound according to Claim 2 of the Formula C:



wherein:

$R^6$  is selected from: H and (C<sub>1</sub>-C<sub>6</sub>)alkyl;

or a pharmaceutically acceptable salt or a stereoisomer thereof.

4. (Original) A compound which is selected from:

5-phenyl-6-[4-({[4-(1,2,3-thiadiazol-4-yl)benzyl]amino}methyl)phenyl]nicotinonitrile;

5-phenyl-6-[4-({[(1S,2R)-2-phenylcyclopropyl]amino}methyl)phenyl]nicotinonitrile;  
6-(4-({[(3,4-difluorobenzyl)amino]methyl}phenyl)-5-phenyl)nicotinonitrile;  
6-[4-({[2-(3-fluorophenyl)ethyl]amino}methyl)phenyl]-5-phenylnicotinonitrile;  
6-[4-({[2-(4-fluorophenyl)ethyl]amino}methyl)phenyl]-5-phenylnicotinonitrile;  
5-phenyl-6-[4-({[(4-phenylmorpholin-2-yl)methyl]amino}methyl)phenyl]nicotinonitrile;  
6-[4-({[(4-benzylmorpholin-2-yl)methyl]amino}methyl)phenyl]-5-phenylnicotinonitrile;  
6-[4-({methyl[(1-phenyl-1H-pyrazol-4-yl)methyl]amino}methyl)phenyl]-5-phenylnicotinonitrile;  
N-[2-(1-methylpyrrolidin-2-yl)ethyl]-N-{4-[3-phenyl-5-(1H-tetrazol-5-yl)pyridin-2-yl]benzyl}amine;  
1-{4-[3-phenyl-5-(1H-tetrazol-5-yl)pyridin-2-yl]phenyl}-N-[4-(1,2,3-thiadiazol-4-yl)benzyl]methanamine;  
N-(3,4-difluorobenzyl)-N-{4-[3-phenyl-5-(1H-tetrazol-5-yl)pyridin-2-yl]benzyl}amine;  
2-chloro-5-phenyl-6-[4-({[4-(1,2,3-thiadiazol-4-yl)benzyl]amino}methyl)phenyl]nicotinonitrile;  
1-(2-Aminophenyl)-3-({4-[5-(5-amino-1,3,4-thiadiazol-2-yl)-3-phenylpyridin-2-yl]benzyl}amino)propan-1-one;  
3-({4-[5-cyano-3-phenylpyridin-2-yl]benzyl}amino)-1-phenylpropan-1-one; and  
3-({4-[5-(5-amino-1,3,4-thiadiazol-2-yl)-3-phenylpyridin-2-yl]benzyl}amino)-1-phenylpropan-1-one;  
or a pharmaceutically acceptable salt or a stereoisomer thereof.

5. (Currently amended) The ~~TFA~~ trifluoroacetic acid salt of a compound according to Claim 1 which is:

5-phenyl-6-[4-({[4-(1,2,3-thiadiazol-4-yl)benzyl]amino}methyl)phenyl]nicotinonitrile;  
5-phenyl-6-[4-({[(1S,2R)-2-phenylcyclopropyl]amino}methyl)phenyl]nicotinonitrile;  
6-(4-({[(3,4-difluorobenzyl)amino]methyl}phenyl)-5-phenyl)nicotinonitrile;  
6-[4-({[2-(3-fluorophenyl)ethyl]amino}methyl)phenyl]-5-phenylnicotinonitrile;  
6-[4-({[2-(4-fluorophenyl)ethyl]amino}methyl)phenyl]-5-phenylnicotinonitrile;  
5-phenyl-6-[4-({[(4-phenylmorpholin-2-yl)methyl]amino}methyl)phenyl]nicotinonitrile;  
6-[4-({[(4-benzylmorpholin-2-yl)methyl]amino}methyl)phenyl]-5-phenylnicotinonitrile;  
6-[4-({methyl[(1-phenyl-1H-pyrazol-4-yl)methyl]amino}methyl)phenyl]-5-phenylnicotinonitrile;  
N-[2-(1-methylpyrrolidin-2-yl)ethyl]-N-{4-[3-phenyl-5-(1H-tetrazol-5-yl)pyridin-2-yl]benzyl}amine;  
1-{4-[3-phenyl-5-(1H-tetrazol-5-yl)pyridin-2-yl]phenyl}-N-[4-(1,2,3-thiadiazol-4-yl)benzyl]methanamine;  
N-(3,4-difluorobenzyl)-N-{4-[3-phenyl-5-(1H-tetrazol-5-yl)pyridin-2-yl]benzyl}amine;  
1-(2-Aminophenyl)-3-({4-[5-(5-amino-1,3,4-thiadiazol-2-yl)-3-phenylpyridin-2-yl]benzyl}amino)propan-1-one; and  
3-({4-[5-(5-amino-1,3,4-thiadiazol-2-yl)-3-phenylpyridin-2-yl]benzyl}amino)-1-phenylpropan-1-one;

or a stereoisomer thereof.

6. (Original) A compound according to Claim 4 which is:

1-(2-Aminophenyl)-3-({4-[5-(5-amino-1,3,4-thiadiazol-2-yl)-3-phenylpyridin-2-yl]benzyl}amino)propan-1-one;

or a pharmaceutically acceptable salt or a stereoisomer thereof.

7. (Original) A pharmaceutical composition comprising a pharmaceutical carrier, and dispersed therein, a therapeutically effective amount of a compound of Claim 1.

8. (Original) A pharmaceutical composition comprising a pharmaceutical carrier, and dispersed therein, a therapeutically effective amount of a compound of Claim 4.

9-10. (Canceled)

11. (Currently amended) A method for treating ovarian, pancreatic, breast and prostate cancer and glioblastoma cancer which comprises administering to a mammal in need thereof a therapeutically effective amount of a compound of Claim 1.

12. (Currently amended) A method for treating ovarian, pancreatic, breast and prostate cancer and glioblastoma cancer which comprises administering to a mammal in need thereof a therapeutically effective amount of a compound of Claim 4.

13-16. (Canceled)

17. (Currently amended) A method of treating ~~hyperproliferative disorders selected from restenosis, inflammation, autoimmune diseases and allergy/asthma~~ which comprises administering to a mammal in need thereof a therapeutically effective amount of a compound of Claim 1.

18. (Original) A method of treating hyperinsulinism which comprises administering to a mammal in need thereof a therapeutically effective amount of a compound of Claim 1.